



RECORDATION NO. 23363-A FILED

ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

AUG 20 '01 18-43 AM

SURFACE TRANSPORTATION BOARD

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3824
FAX (312) 984-3855

August 15, 2001

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement dated as of August 10, 2001.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of January 16, 2001, recorded on January 30, 2001, recordation number 23363.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Seller: Johnstown America Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
70 ft. loading deck, 230 ton FM heavy duty flat car	FC	20	QTTX	131410-131429

Mr. Vernon A. Williams
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Enclosed is our check in the amount of \$28.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Supplement covering 20, 70' loading deck 230 ton FM heavy duty flat cars; QTTX, numbered 131410-131429."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Anthony J. Butler", with a long horizontal flourish extending to the right.

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT dated as of August 10, 2001, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Johnstown America Corporation, a Delaware corporation, with an address at 17 Johns St, Johnstown, Pennsylvania 15901 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of January 16, 2001, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on January 30, 2001 at 12:18 PM, recordation number 23363.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of August 10, 2001, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By: Michael A. Crawford
Title: Product Line Manager

TTX COMPANY

By: Thomas M. Manno
Vice President – Finance and Treasurer

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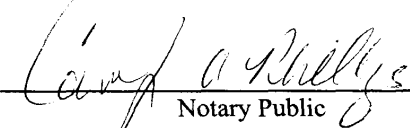
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SURFACE TRANSPORTATION BOARD

STATE OF PENNSYLVANIA)
)SS:
COUNTY OF CAMBRIA)

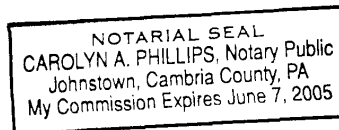
On this 14th day of August, 2001 before me personally appears Michael A. Cinisculi, to me personally known, who by me duly sworn, says that he is a Product Line Manager of Johnstown America Corporation (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

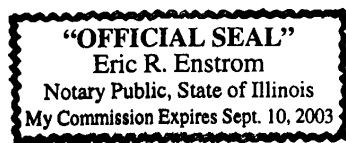
My Commission expires:




STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 15th day of August, 2001, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President – Finance and Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.





Notary Public

(SEAL)

My Commission expires:

9/10/03

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT
DATED AUGUST 10, 2001**

**TTX Contract #T-3001-B
JAC Lot# 1400-900**

EQUIPMENT

20 QTTX Cars marked 131410 through 131429 (both inclusive).